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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

**In re:** § **CHAPTER 11**  
§  
**MAYFLOWER COMMUNITIES, INC.<sup>1</sup>** §  
§  
§ **CASE NO. 19-30283 (HDH)**  
**Debtor.** §

## **NOTICE OF SELECTION OF SUCCESSFUL BIDDER AND CANCELLATION OF AUCTION**

**PLEASE TAKE NOTICE** that, on January 30, 2019, Mayflower Communities, Inc. (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code with the United States Bankruptcy Court for the Northern District of Texas (the “Court”).

**PLEASE TAKE FURTHER NOTICE**, that, on February 11, 2019, the United States Trustee appointed an Official Residents' Committee (the "Committee") [Docket No. 79].

**PLEASE TAKE FURTHER NOTICE** that, on March 26, 2019, the Debtor filed the *Debtor's Motion for Entry of Orders (I) Approving Bid Procedures, (II) Authorizing the Debtor to Offer Certain Bid Protections to Stalking Horse, (III) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (IV) Authorizing (A) the Sale of the Debtor's Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, and (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (V) Approving the Forms of Notices Related to the Sale, and (VI) Granting Related Relief* [Docket No. 164] seeking, among other things, (i) approval of certain bid procedures (the "Bid Procedures") and bid protections with respect to the sale of substantially all of the Debtor's assets (the "Assets");

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 6350. The mailing address for the Debtor is 1335 S. Guilford Road Carmel, Indiana 46032-2810.

(ii) authorization to sell the Debtor's Assets free and clear of all liens, claims, interests and encumbrances; and (iii) approval to assume and assign certain executory contracts and unexpired leases of the Debtor.

**PLEASE TAKE FURTHER NOTICE** that, on April 22, 2019, the Court entered the *Order (I) Approving Bid Procedures, (II) Authorizing the Debtor to Offer Certain Bid Protections to Stalking Horse, (III) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (IV) Approving the Forms of Notices Related to the Sale, and (V) Granting Related Relief* [Docket No. 223] (the "Bid Procedures Order"),<sup>2</sup> which, among other things, approved the Bid Procedures.

**PLEASE TAKE FURTHER NOTICE** that, on June 13, 2019, the Debtor, after consulting with UMB Bank, N.A., as bond trustee (the "Bond Trustee"), and the Committee, entered into an asset purchase agreement (the "Stalking Horse APA") with Prairie Landing Community, Inc. (the "Stalking Horse"). Pursuant to the terms of the Stalking Horse APA, the Stalking Horse agreed to purchase the Debtor's Assets for \$61,000,000.00 and provided a good faith deposit of \$3,050,000.00.

**PLEASE TAKE FURTHER NOTICE** that, on June 14, 2019 and in accordance with the Bid Procedures Order, the Debtor filed and served the *Notice of Selection of Stalking Horse* [Docket No. 254] (the "Stalking Horse Notice"), which contained a copy of the Stalking Horse APA.

**PLEASE TAKE FURTHER NOTICE** that the deadline for any Potential Bidders to submit bids intending to compete with the Stalking Horse APA was July 16, 2019 at 4:00 p.m. (prevailing Central Time) (the "Bid Deadline"). Pursuant to the Bid Procedures, in the event the Debtor receives two (2) or more bids on or before the Bid Deadline, including the Stalking Horse's bid, in accordance with the requirements set forth in the Bid Procedures, the Debtor would conduct an auction (the "Auction").

**PLEASE TAKE FURTHER NOTICE** that the Debtor did not receive a Qualified Bid, other than the Stalking Horse's bid, by the Bid Deadline. Therefore, in accordance with the Bid Procedures, the Debtor will not hold the Auction and the Stalking Horse is deemed the Successful Bidder.

**PLEASE TAKE FURTHER NOTICE** that a hearing to approve the sale of the Debtor's Assets to the Stalking Horse pursuant to the Stalking Horse APA will be held on **July 24, 2019 at 9:00 a.m. (prevailing Central Time) at the Earle Cabell Federal Building, 1100 Commerce Street, 14th Floor, Courtroom No. 3, Dallas, Texas 75242-1496**. In accordance with the Bid Procedures Order, any objections to the Sale must be in writing, shall state the basis of such objection with specificity and shall be filed with the Court and served so as to be received **on or before July 19, 2019 at 4:00 p.m. (prevailing Central Time)** by the following parties: (i) counsel for the Debtor, DLA Piper LLP (US), 1251 Avenue of the Americas, New York, New York 10020,

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Bid Procedures Order or Bid Procedures.

Attn: Thomas R. Califano (thomas.califano@dlapiper.com), DLA Piper LLP (US), 1900 North Pearl Street, Suite 2200, Dallas, Texas 75201, Attn: Daniel B. Prieto (dan.prieto@dlapiper.com) and DLA Piper LLP (US), 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131, Attn: Rachel Nanes (rachel.nanes@dlapiper.com); (ii) the Debtor's Chief Restructuring Officer and restructuring advisor, Ankura Consulting Group LLC, 15601 Dallas Parkway, Suite 200, Dallas, Texas 75001, Attn: Louis E. Robichaux IV (louis.robichaux@ankura.com) and Michael Morton (michael.morton@ankura.com); (iii) the Debtor's selling agent, Cushman & Wakefield, U.S., Inc., One Tampa City Center, Suite 3300, Tampa, Florida 33602, Attn: Allen McMurtry (allen.mcmurtry@cushwake.com); (iv) counsel for the Bond Trustee, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., One Financial Center, Boston, Massachusetts 02111, Attn: Daniel Bleck (dbleck@mintz.com) and Charles W. Azano (cwazano@mintz.com); (v) counsel to the Committee, Neligan LLP, 325 N. St. Paul Street, Suite 3600, Dallas, Texas 75201; Attn: Patrick J. Neligan, Jr. (pneligan@neliganlaw.com); (vi) Centers For Medicare & Medicaid Services at: Legal Department, 233 North Michigan Ave, Suite 600, Chicago, Illinois 60601 and Legal Department, 7500 Security Blvd, Baltimore, Maryland 21244; (vii) Indiana State Department of Health, Division of Long Term Care, 2 North Meridian Street, Suite 4B, Indianapolis, Indiana 46204, Attn: Brenda Buroker (bburoker@isdh.in.gov); (viii) Indiana Secretary of State, Securities Division, 302 West Washington Street, Room E111, Indianapolis, Indiana 46204, Attn: Daniel Spungen, Esq. (DSpungen@sos.in.gov); and (ix) the Office of the United States Trustee, 1100 Commerce St, Room 976, Dallas, Texas 75242-1699, Attn: Lisa Lambert.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Bid Procedures, the Bid Procedures Order, the Stalking Horse Notice, and any other document filed in the above-captioned case may be (i) inspected in the offices of the Clerk of the Court during normal business hours; (ii) downloaded from the Court's web site at <http://www.txnb.uscourts.gov/> (please note that prior registration with the PACER Service Center and payment of a fee may be required to access such documents); and (iii) downloaded free of charge from the website of Donlin, Recano & Company, Inc., the Debtor's claims and noticing agent, <https://www.donlinrecano.com/mayflower>. Requests may also be made to counsel for the Debtor using the contact information below.

Dated: July 17, 2019  
Dallas, Texas

**DLA PIPER LLP (US)**

By: /s/ Daniel B. Prieto

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